


EXHIBIT D

From: Nick Fireman <nick@firstfirecap.com>
Sent: Monday, November 29, 2021 12:55 PM
To: Perechocky, David L.
Subject: Fwd: DPLS Conversion
Attachments: DPLS NOC (1).pdf

Follow Up Flag: Follow up
Flag Status: Flagged

 > This message is from an **EXTERNAL SENDER** - be cautious, particularly with links and attachments.

Please see below the email we sent to Dennis a few days prior to sending to the TA.
Thanks

Nick Fireman
FirstFire Capital
Direct: [973-223-2505](tel:973-223-2505)
Office: [212-317-5970](tel:212-317-5970)

CONFIDENTIALITY STATEMENT:

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----- Forwarded message -----

From: Nick Fireman <nick@firstfirecap.com>
Date: Mon, Nov 15, 2021 at 12:25 PM
Subject: DPLS Conversion
To: Dennis O'Leary <doleary@darkpulse.com>

Hi Dennis
I hope all is well and you had a great weekend.
Please see the attached conversion for your files.
We are looking forward to seeing you at the shareholder event this week.
Thanks

Nick Fireman
FirstFire Capital
Direct: [973-223-2505](tel:973-223-2505)
Office: [212-317-5970](tel:212-317-5970)

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EXHIBIT A -- NOTICE OF CONVERSION

The undersigned hereby elects to convert \$ 825,000+61,875 Interest principal amount of the Note (defined below) into that number of shares of Common Stock to be issued pursuant to the conversion of the Note ("Common Stock") as set forth below, of **DARKPULSE, INC.**, a Delaware corporation (the "Borrower"), according to the conditions of the Convertible Promissory Note of the Borrower dated as of April 26, 2021 (the "Note"), as of the date written below. No fee will be charged to the Holder for any conversion, except for transfer taxes, if any.

Box Checked as to applicable instructions:

- ☐ The Borrower shall electronically transmit the Common Stock issuable pursuant to this Notice of Conversion to the account of the undersigned or its nominee with DTC through its Deposit Withdrawal Agent Commission system ("DWAC Transfer").

Name of DTC Prime Broker:
Account Number:

- ☐ The undersigned hereby requests that the Borrower issue a certificate or certificates for the number of shares of Common Stock set forth below (which numbers are based on the Holder's calculation attached hereto) in the name(s) specified immediately below or, if additional space is necessary, on an attachment hereto:

FIRSTFIRE GLOBAL OPPORTUNITIES FUND LLC

1040 First Avenue, Suite
190 New York, NY 10022
Attn: Eli Fireman
e-mail: eli@firstfirecapital.com

Date of Conversion:	<u>11/15/2021</u>
Applicable Conversion Price:	\$ <u>.005</u>
Costs Incurred by the Undersigned to Convert	\$ <u> </u>
the Note into Shares of Common Stock:	
Number of Shares of Common Stock to be	<u>177,375,000</u>
Issued Pursuant to Conversion of the Note:	
Amount of Principal Balance Due remaining	<u> </u>
Under the Note after this conversion:	

By: 
Name: Eli Fireman
Title: Managing Member
Date: 11/15/2021